



**STOCKPORT
COLLEGE**

BOARD OF THE CORPORATION

TERMS OF REFERENCE OF COMMITTEES

2009/10

COMMITTEES OF THE CORPORATION 2009/2010

Articles 4-9 of the Articles of Government deals with the establishment of Committees of the Corporation and the delegation of functions to Committees.

The Corporation is required to appoint a Search Committee and also an Audit Committee. The Corporation has also appointed the following "Standing Committees" which meet on a regular basis in accordance with a schedule of meetings agreed annually:

- The Employment, Finance & General Purposes (EF&GP) Committee
- The Quality & Curriculum (Q&C) Committee
- The Property Strategy Committee
- Student Committee

In addition the following other Committees meet on a less frequent basis as and when required:

- Remuneration
- Staff and Student Appeals Committees
- A Student Complaints Committee
- A Special Committee
- A Selection Panel to consider Senior Post Holder Appointments

The current Terms of Reference of the various Committees are set out overleaf.

The quorum for meetings of Committees is three unless otherwise stated and members are expected to attend, so far as possible, at least 75% of meetings in each academic year.

AUDIT COMMITTEE

TERMS OF REFERENCE AND MEMBERSHIP

1. TERMS OF REFERENCE

- To advise the Corporation on the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management control and (corporate) governance processes, and securing economy, efficiency and effectiveness (value for money)
- To advise the Corporation on the appointment, re-appointment, dismissal and remuneration of the financial statements and regularity auditor and the Internal Audit Service.
- To advise the Corporation on the scope and objectives of the work of the IAS, the Financial Statements Auditor and the Funding Auditor (where appointed).
- To ensure effective co-ordination between the IAS, the Funding Auditor (where appointed) and the Financial Statements and Regularity Auditor including whether the work of the Funding Auditor (where appointed) should be relied upon for internal audit purposes;
- To consider and advise the Corporation on the audit strategy and annual internal audit plans for the IAS;
- To advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the Financial Statements Auditor (including their work on regularity) and the Funding Auditor (where appointed), and management's responses to these;
- To monitor, within an agreed time-scale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the Funding Auditor's management letter and spot check reports (where appropriate) and the Financial Statements Auditor's management letter;
- To consider and advise the Corporation on relevant reports by the National Audit Office (NAO) and the Learning and Skills Council (LSC), other funding bodies and, where appropriate, management's responses to these;
- To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and Financial Statements Auditor through these measures and indicators and to decide, based on this review, whether a competition for price and quality of the audit service is appropriate;
- To produce an annual report for the Corporation and accounting officer which should include the committee's advice on the effectiveness of the college's risk management, control, and governance processes, and any significant matters arising from the work of the IAS, the Funding Auditors (where appointed) and the Financial Statements Auditor;

- To ensure that all allegations of fraud and irregularity are properly followed up; and
- To be informed of all additional services undertaken by the IAS, the financial statements auditors and the funding auditors (where appointed);
- To recommend the annual financial statements to the Corporation for approval.

2. MEMBERSHIP

- The Committee shall comprise at least three persons and may include members of staff of the institution with the exception of those in senior posts and shall operate in accordance with any requirements of the LSC. (*In order to comply with LSC guidance at least one member must have relevant financial/audit expertise.*)
- The Internal Auditor shall be entitled to attend and speak at all Audit Committee meetings (but not to vote) as shall the Financial Statements Auditor and Funding Auditor (where appointed) where business relevant to them is being discussed. Senior Management should also be invited to attend meetings of the Committee particularly where their area of responsibility is under discussion, and shall be entitled to attend and speak at such meetings but not to vote
- The Principal and other senior post holders may not be members of the Committee but other members of staff may sit on the Committee provided they do not have significant executive, management, financial or budgetary responsibilities.
- In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to sit on the Committee:
 - those with executive responsibilities at senior level;
 - members of the College EF&GP Committee;
 - the Chair of the Corporation;
- Membership of the Committee shall be determined by the Corporation and appointments to the Committee shall be made by the Corporation. Such appointments will be reviewed annually.
- The Chair of the Committee will be selected and appointed by the Committee from amongst the Committee's membership and the appointment reviewed bi-annually. External members of the Committee are not eligible for appointment as Chair.
- The quorum for meetings of the Committee shall be three members of the Committee.
- The Clerk to the Corporation shall act as Clerk to the Committee.

3. FREQUENCY OF MEETINGS

- Not less than three meetings per year. The Committee will normally meet in accordance with a schedule of meetings for the year agreed in advance by the Corporation, however, meeting dates may be changed or meetings cancelled following discussion with the Chair. Any cancellations or changes of date to be notified in writing to members at the earliest opportunity.

- The internal or external Auditors may request a meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests. *In any event the Committee must consider a minimum cycle of business each year for it to be able to function effectively, and those items of business are currently set out in Table 1 of Supplement A of the Audit Code of Practice published by the LSC in January 2005.*
- The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy) to exclude any, or all, participants and observers except the Clerk to the Committee.
- The Committee shall be granted rights of access to obtain all the information it considers necessary from members of staff and Members of the Corporation , and to consult the Internal Audit Service (IAS), Financial Statements Auditor and Funding Auditor (where appointed) directly.

4. QUOROM

The Corporation have determined that the Audit Committee shall comprise of 5 members of the Corporation plus two external members with accounting experience not connected with the College. The quoracy for the meeting will be 3 members.

5. OBSERVERS

Any member of the Corporation, not being a member of the Committee can elect to attend any meeting of the Committee as an observer unless not permitted under the Articles of Government.

A member wishing to attend as an observer must inform the Clerk to the Corporation in advance of the meeting of the intention to attend. Observers may not participate in the discussion unless invited to do so by the Chair

6. TERM OF OFFICE

Members appointed or nominated to the Committee shall serve for a period being within their specified Term of Office on the Corporation. External members to be elected for a four year period of office and to be available for re-election.

7. REPORTING

The Committee to report to the Corporation.

8. CIRCULATION OF AGENDAS AND PAPERS

The agenda and papers to be sent to members of the Committee seven days before meetings by the Clerk to the Corporation.

9. REVIEW

Terms of Reference to be reviewed annually by the Board of the Corporation or whenever the Audit Code of Practice requires an amendment.

EMPLOYMENT, FINANCE AND GENERAL PURPOSES COMMITTEE (EG & GP)

TERMS OF REFERENCE AND MEMBERSHIP

1. TERMS OF REFERENCE

- 1.1 To approve, on the recommendation of the Property Steering Committee, the budget for any Capital Building Expenditure
 - 1.2 To approve, on the recommendation of the Property Steering Committee, the operational budget for any Capital Building Expenditure
 - 1.3 To make recommendations to the Corporation on:
 - a) the annual estimates of income and expenditure
 - b) major variations in income and expenditure
 - c) capital expenditure requirements including loans and borrowing
 - d) the College property strategy *
 - e) the monitoring of financial quality of performance, and
 - f) the financial and other arrangements for College companies
- (* the Corporation has established a Property Steering Committee to consider the Property matters in more detail and to report via the EF&GP Committee except on those matters delegated to the Property Steering Committee)
- g) any amendments to the Financial Regulations
 - h) any disposals/acquisitions
 - 1.4 To review arrangements for securing value for money, solvency and the safeguarding of assets
 - 1.5 To approve the virement between budget heads
 - 1.6 To approve capital expenditure within the approved programme and monitor projects
 - 1.7 To determine tuition and other fees and charges
 - 1.8 To determine the College investment and borrowing policies
 - 1.9 To consider and advise on the design and implementation of the College's Human Resource Management Strategy

- 1.10 To determine or advise on other matters relating to employment policy or finance as the corporation may remit to the Committee

1. MEMBERSHIP

The Committee shall comprise of 9 members including the Principal and one staff member. Membership to be reviewed annually by the Board of Corporation.

2. APPOINTMENT OF CHAIR

The Chair to be appointed by the Corporation for a period of office within the member's specified term of office on the Corporation. Appointment to be reviewed annually.

3. QUORUM

The quorum shall normally be 3 members of the Committee but where the meeting is to consider and approve any matters relating to the College Property Strategy the quorum of three should include two Governors who are not also members of the Property Steering Committee.

4. OBSERVERS

Any member of the Corporation, not being a member of the Committee can elect to attend any meeting of the Committee as an observer unless not permitted under the Articles of Government.

A member wishing to attend as an observer must inform the Clerk to the Corporation in advance of the meeting of his/her intention to attend.

Observers may not participate in the discussion unless invited to do so by the Chair.

5. FREQUENCY OF MEETINGS

Meetings of the Committee are held in accordance with an annual schedule of meetings agreed by the Corporation. Usually there will be 5 meetings per annum.

6. MINUTES

Minutes are drafted within a week of the meeting and are sent for approval by the Chair of the Committee. Minutes are submitted to the next subsequent meeting of the Corporation for approval. Minutes are submitted to the next meeting of the Committee for approval as a correct record.

7. REVIEW

Terms of reference to be reviewed annually by the Board of Corporation.

PROPERTY STEERING COMMITTEE

TERMS OF REFERENCE AND MEMBERSHIP

1. TERMS OF REFERENCE

To consider and make recommendations to the Corporation on the approval of all Strategic Property related matters and to progress the College Property Strategy as agreed by the Corporation.

To consider and approve with full delegated authority the following:

- a) To approve the Programme Plan for Development and Implementation stages and transition;
- b) To approve the Project Execution Plan;
- c) To approve the final schedule of accommodation;
- d) To approve the final design (Stage D);
- e) To approve tenders for the principal contractor for each phase;
- f) To approve variations to contract in accordance with the agreed schedule. *

**To be determined as part of the contract value.*

To consider and make recommendations to the Employment, Finance & General Purposes Committee on the following:

- g) To consider and recommend approval of the budget for strategic capital expenditure;
- h) To consider and recommend approval of the operational budget for Strategic Capital projects;
- i) To consider and make recommendations on disposals and acquisitions;
- j) To consider and make recommendations to the Corporation on the risk management plan for Strategic Property matters;
- k) To consider and endorse decisions of the Officers Design Review Group on Strategic Property matters;

2. MEMBERSHIP

The Committee shall comprise 7 members including the Principal. Membership to be reviewed annually.

3. APPOINTMENT OF CHAIR

The Chair to be appointed by the Corporation for a period of office within the member's specified term of office on the Corporation. Appointment to be reviewed annually by the Board of the Corporation.

4. QUORUM

The quorum shall be 3 members of the Committee.

5. OBSERVERS

Any member of the Corporation, not being a member of the Committee can elect to attend any meeting of the Committee as an observer unless not permitted under the Articles of Government.

A member wishing to attend as an observer must inform the Clerk to the Corporation in advance of the meeting of his/her intention to attend.

Observers may not participate in the discussion unless invited to do so by the Chair.

6. FREQUENCY OF MEETINGS

Meetings of the Committee are to be held frequently in accordance with a schedule of meetings to be agreed by the Committee and the Corporation.

7. MINUTES

Minutes are drafted within a week of the meeting and are sent for approval by the Chair of the Committee. Minutes are submitted to the next subsequent meeting of the Corporation for approval. Minutes are submitted to the next meeting of the Committee for approval as a correct record.

8. REVIEW

Terms of reference to be reviewed annually by the Board of the Corporation.

QUALITY & CURRICULUM (Q & C) COMMITTEE

TERMS OF REFERENCE & MEMBERSHIP

1. TERMS OF REFERENCE

- a) to monitor standards of education provision
- b) to receive reports on curriculum issues from College senior managers
- c) to receive reports on quality issues and Self Assessment reports from College senior managers
- d) to receive reports on needs analysis and market research issues from College senior managers
- e) to request and receive reports and Performance Indicators on agreed areas of performance of the College and monitor the implementation of any Action Plans associated with those areas
- f) to approve the College Report for the publication of information on student educational achievement (PISA)
- g) to monitor the implementations of the Action Plans arising from OFSTED/ALI Inspections, QAA for HE Subject Reviews, Training Standards Council Inspections and other external bodies
- h) to approve Quality Assurance systems
- i) to make recommendations to the Corporation on:
 - i. policy statements in relevant areas including curriculum; admissions learning support and tutorial support;
 - ii. the nature of the College's educational; programme; the pattern of its courses and the range of subjects taught; and
 - iii. projected student numbers and planned changes in provision

2. MEMBERSHIP

The Committee shall comprise of 9 members including the Principal and a Staff Governor.

3. APPOINTMENT OF CHAIR

The Chair to be appointed by the Corporation for a period of office within the member's specified term of office on the Corporation. Appointment to be reviewed annually by the Board of the Corporation.

4. QUORUM

The quorum shall be 3 members of the Committee.

5. OBSERVERS

Any member of the Corporation, not being a member of the Committee can elect to attend any meeting of the Committee as an observer if an item of particular interest to them is being discussed, unless not permitted under the Instrument of Government.

A member wishing to attend as an observer must inform the Clerk to the corporation in advance of the meeting of his/her intention to attend.

Observers may not participate in the discussion unless invited to do so by the Chair.

6. FREQUENCY OF MEETINGS

The Committee usually meets 4 times a year in accordance with an annual schedule of meetings agreed by the Corporation.

7. MINUTES

Minutes are drafted within a week of the meeting and are sent for approval by the Chair of the Committee. Minutes are submitted to the next subsequent meeting of the Corporation for approval. Minutes are submitted to the next meeting of the Committee for approval as a correct record.

8. CIRCULATION OF AGENDAS

The agenda and papers to be sent to members of the Committee seven days before meetings.

9. REVIEW

Terms of reference to be reviewed annually by the Board of the Corporation.

REMUNERATION COMMITTEE

TERMS OF REFERENCE AND MEMBERSHIP

1. TERMS OF REFERENCE

a) To determine on behalf of the Corporation, the remuneration level of Senior Post Holders (as defined in the Instrument of Government) and the salary and Terms and Conditions of Service of the Clerk to the Corporation;

(b) Operational guidelines:

In determining the salary levels, the Committee should take account of:

- (i) Information on salary movements in the sector in similar posts;
- (ii) The College's position in terms of the level of salaries paid in the educational sector and in comparable public, industrial and commercial sectors. This might be accompanied by the view that the College should award no increase in pay where the current salary is above the median for the sector as a whole or some comparable part of the sector;
- (iii) Any cost of living increases awarded to other College staff;
- (iv) College performance in the previous year against strategic targets
- (v) The performance of individual holders of senior posts and the Clerk;
- (vi) The Committee should assure itself that any salary increases agreed must have regard to the approved budget.

2. MEMBERSHIP

4 Members of the Corporation and 1 member appointed from an industrial/commercial/public organisation with experience in management.

Notes on membership

- i) The Principal shall attend to act as advisor to the Committee and an external consultant advice may also be sought;
- ii) The Chair of the Committee shall be appointed by the Committee;
- iii) The Clerk to the Corporation shall act as Clerk to the Committee
- iv) Staff and student members of the Corporation are not to be eligible for appointment

3. QUORUM

The quorum shall be 2 Corporation members of the Committee.

4. OBSERVERS

Not applicable for this committee.

5. FREQUENCY OF MEETINGS

The Committee will meet as and when required.

6. MINUTES

Meetings are confidential as are the minutes as the matters considered by the Committee relate to named individuals. Minutes are drafted within a week of the meeting and are sent for approval by the Chair of the Committee.

7. REVIEW

Terms of reference to be reviewed annually by the Board of the Corporation.

SEARCH COMMITTEE

TERMS OF REFERENCE AND MEMBERSHIP

1. TERMS OF REFERENCE

1.1 The Corporation is required to establish a Committee to be known as the Search Committee (Article 5(1) to advise on:

- a) the appointment of members (other than as a parent, staff or student member); and
- b) Such other appointments relating to membership as the Corporation may ask it to
- c) The Corporation have expanded the terms of reference as follows:
 - i) to evaluate the contribution of existing individual members before recommending their re-appointment to the Corporation
 - ii) Where appropriate to consider the composition and size of the membership of the Corporation and make recommendations to the corporation as appropriate; and
 - iii) To advise on such other matters relating to membership and appointments as the Corporation may remit to them

1.2 The Corporation shall not appoint any person as a member (other than as a parent, staff or student member) without first consulting and considering the advice of the Search Committee.

2. MEMBERSHIP

The Corporation have determined that the Membership of the Committee should comprise of 7 persons as follows:

- 3 members of the Corporation
- 3 persons not being members of the Corporation representing and with knowledge of commercial and/or business interests/and or community interests
- the Principal

3. APPOINTMENT OF CHAIR

The Corporation appoints the Chairperson of the Committee.

4. QUORUM

The quoracy shall be 3 members of the Committee.

5. OBSERVERS

Any member of the Corporation, not being a member of the Committee can elect to attend any meeting of the Committee as an observer unless not permitted under the Instrument of Government.

A member wishing to attend as an observer must inform the Clerk to the corporation on advance of the meeting of his/her intention to attend.

Observers may not participate in the discussion unless invited to do so by the Chair

6. FREQUENCY OF MEETINGS

The Search Committee will meet as and when required but usually at least twice per annum

7. REPORTING

Minutes are drafted within a week of the meeting and are sent for approval by the Chair of the Committee and are then circulated to other Members of the Committee for information. Minutes are submitted to the next subsequent meeting of the Corporation for approval. Minutes are submitted to the next meeting of the Committee for approval as a correct record.

8. CIRCULATION OF AGENDAS

The agenda and papers to be sent to members of the Committee 7 days before meetings.

9. REVIEW

Terms of reference to be reviewed annually by the Board of the Corporation

STAFF DISCIPLINARY APPEALS COMMITTEE

TERMS OF REFERENCE AND MEMBERSHIP

1. TERMS OF REFERENCE

The Staff Disciplinary Appeals Committee is appointed to hear appeals by Staff against dismissal.

2. MEMBERSHIP

The Staff Disciplinary Appeals Committee shall comprise of five Governors of the Corporation. The current membership is the Chair or Vice Chair of the Corporation plus four other members.

3. QUORUM

The quorum for meetings is two Corporation members.

4. CHAIR

The Committee appoints the Chair as the first item of business at any meeting before proceeding to consider the appeal.

STUDENT COMMITTEE

TERMS OF REFERENCE AND MEMBERSHIP

1. TERMS OF REFERENCE

- a) To receive and consider the minutes of the Student Union and Student Council
- b) To receive a report at each meeting from the Student President
- c) To receive and consider Brand reports for Higher Education, the Younger Learner, Adult and Community, Work-based Learning and International focussing on the student experience
- d) To receive 'Good News' reports on student matters
- e) To provide a forum for dialogue on student matters at Corporation level
- f) To receive and consider Student Survey Summary analysis
- g) To look at ways in which the 'student voice' is being expressed in the College
- h) To focus discussion on aspects of student surveys in order to identify areas of concern that might be addressed by the college redevelopment

2. MEMBERSHIP

9 members to include the Principal and 2 Student Governors.

3. APPOINTMENT OF CHAIR

The Chair to be appointed by the Corporation for a period of office within the member's specified term of office on the Corporation. Appointment to be reviewed annually by the Board of the Corporation.

4. QUORUM

The quorum shall be 3 members of the Committee.

5. OBSERVERS

Any member of the Corporation, not being a member of the Committee can elect to attend any meeting of the Committee as an observer, unless not permitted under the Instrument of government. Members must advise the Clerk to the Corporation in advance of the meeting of their intention to attend.

6. FREQUENCY OF MEETINGS

The Committee to normally meet three times a year before the December, March and July Corporation meetings.

7. MINUTES

Meetings are confidential as are the minutes as the matters considered by the Committee relate to named individuals. Minutes are drafted within a week of the meeting and are sent for approval by the Chair of the Committee.

8. REVIEW

Terms of reference will be reviewed annually by the Board of the Corporation.

STUDENT COMPLAINTS COMMITTEE

TERMS OF REFERENCE AND MEMBERSHIP

1. The College Complaints Procedure provides for students dissatisfied with the outcome of their complaint to have the matter referred to Governors.
2. In this connection the members to hear a complaint will be drawn from these members serving on the two appeal committees. Three of these Governors to be invited to attend to hear any student complaints.

STUDENT DISCIPLINARY APPEALS COMMITTEE

TERMS OF REFERENCE AND MEMBERSHIP

1. TERMS OF REFERENCE

The Student Disciplinary Appeals Committee is appointed to hear appeals by students against a decision to expel taken by the Principal.

2. MEMBERSHIP

The Student Disciplinary Appeals Committee shall comprise of five Governors of the Corporation including the Student Governor.

3. QUORUM

The quorum for meetings is three.

4. CHAIR

The Committee appoints the Chair as the first item of business at any meeting before proceeding to consider the appeal.